

Prep. by  
Return to:

Nextel Communications, Inc.  
Property Manager  
8000 Regency Parkway, Suite 600  
Cary, NC 27511  
919-461-2000

## EXHIBIT D

## MEMORANDUM OF AGREEMENT

P Book 88 Pg 454  
STATE HS. DEPT. 1558.  
FEB 14 2:11 PM '01

This Memorandum of Agreement is entered into on this 14<sup>th</sup> day of JANUARY, 1998, by and between The City of Southaven, MS (hereinafter referred to as "Lessor") and Nextel South Corporation, a Georgia Corporation d/b/a/ Nextel Communications with an office at 8000 Regency Park, Suite 600, Cary, NC 27511, (hereinafter referred to as "Lessee").

1. Lessor and Lessee entered into a Communications Site Lease Agreement ("Agreement") on the 14<sup>th</sup> day of JANUARY, 1998, for the purpose of installing, operating and maintaining a radio communications facility and other improvements. All of the foregoing are set forth in the Agreement.
2. The term of the Agreement is for Five (5) years commencing on JANUARY 14, 1998 ("Commencement Date"), and terminating on JANUARY 13, 2003 with Four (4) successive Five (5) year options to renew.
3. The Land which is the subject of the Agreement is described in Exhibit A annexed hereto. The portion of the Land being leased to Lessee (the "Premises") is described in Exhibit B annexed hereto.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Agreement as of the day and year first above written.

LESSOR:

City of Southaven, MS

By: [Signature]Title: Mayor

LESSEE:

~~Nextel South Corp., a Georgia Corp.~~~~By: \_\_\_\_\_~~~~Title: \_\_\_\_\_~~

ATTEST

By: Glenn S. SmallwoodTitle: Deputy Clerk

STATE OF MISSISSIPPI  
COUNTY OF DeSoto

Before me, the undersigned, a Notary Public of the County and State aforesaid, personally appeared **Charles G. Davis**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Mayor of the City of Southaven, Mississippi, the within named bargainor, and that he as such Mayor, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the City of Southaven by himself as Mayor.

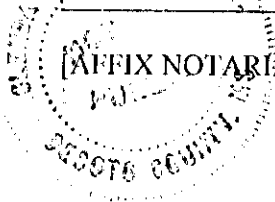
WITNESS my hand and seal, this 20th day of December, 2000.

Glenda Ellen Smallwood  
Notary Public

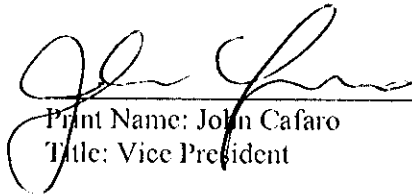
My Commission Expires:

My Commission Expires Jun. 22, 2002

[AFFIX NOTARIAL SEAL]



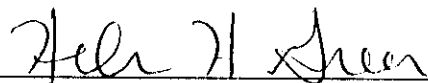
Nextel South Corp., a Georgia corporation  
d/b/a Nextel Communications

By:   
Print Name: John Cafaro  
Title: Vice President

STATE OF North Carolina  
COUNTY OF Wake

Before me, the undersigned, a Notary Public of the County and State aforesaid, personally appeared John Cafaro, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself/herself to be Vice President of Nextel South Corp., a Georgia corporation d/b/a Nextel Communications the within named bargainer, and that he/she as such Vice President, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself/herself as Vice President.

WITNESS my hand and seal, this 1st day of February, 2006.)

  
Notary Public

My Commission Expires:

\_\_\_\_\_  
[AFFIX NOTARIAL SEAL]

HELEN H. GREEN  
NOTARY PUBLIC  
WAKE COUNTY, N.C.  
My Commission Expires 05-09-2006

**EXHIBIT "A"**

**PROPERTY**  
**(Legal Description)**

Lot 2, First Revision, Unit 1, FREEPORT INDUSTRIAL PARK in Section 22,  
Township 1 South, Range 8 West, City of Southaven, DeSoto County,  
Mississippi, as shown by plat thereof recorded in Plat Book 14,  
Pages 3-7 in the office of the Chancery Clerk of DeSoto County,  
Mississippi.



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1750 Madison Avenue  
Memphis, TN 38104

901-726-0810  
FAX 901-272-6911

*SOUTHAVEN SITE T-1559-J*

*P Book 88 Pg 458*

**EXHIBIT - "B"**

**DECEMBER 17, 1997**

**DESCRIPTION OF PROPOSED LEASE PARCEL, BEING PART OF LOT 2 OF THE FREEPORT INDUSTRIAL PARK 1ST REVISION, UNIT 1 SITUATED IN SECTION 22, TOWNSHIP 1 SOUTH, RANGE 8 WEST, SOUTHAVEN OF RECORD IN PLAT BOOK 14, PAGES 3-7, CHANCERY CLERK'S OFFICE, DESOTO COUNTY, MISSISSIPPI AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:**

**COMMENCING AT THE TANGENT INTERSECTION OF THE SOUTH LINE OF STATE LINE ROAD (80' R.O.W.) AND THE WEST LINE OF STANTON ROAD (80' R.O.W.); THENCE ALONG THE WEST LINE OF STANTON ROAD, SOUTH 00 DEGREES 45 MINUTES 29 SECONDS EAST - 255.00 FEET TO A FOUND IRON PIN AT THE NORTHEAST CORNER OF SAID LOT 2; THENCE CONTINUING ALONG THE WEST LINE OF STANTON ROAD, SOUTH 00 DEGREES 45 MINUTES 29 SECONDS EAST - 77.60 FEET; THENCE LEAVING SAID ROAD, SOUTH 81 DEGREES 37 MINUTES 46 SECONDS WEST - 58.65 FEET; THENCE NORTH 67 DEGREES 45 MINUTES 17 SECONDS WEST - 23.45 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 58 DEGREES 00 MINUTES 34 SECONDS WEST - 28.00 FEET; THENCE NORTH 31 DEGREES 59 MINUTES 26 SECONDS WEST - 30.00 FEET; THENCE NORTH 58 DEGREES 00 MINUTES 34 SECONDS EAST - 28.00 FEET; THENCE 31 DEGREES 59 MINUTES 26 SECONDS EAST - 30.00 FEET TO THE POINT OF BEGINNING CONTAINING 840 SQUARE FEET OR 0.019 ACRES MORE OR LESS.**

**BEARINGS ARE MISSISSIPPI STATE PLANE GRID NORTH (NAD83).**



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P Book 88 Pg 459

*SOUTHAVEN SITE T-1559-J*

EXHIBIT - "EASEMENT B-1"  
DECEMBER 17, 1997

DESCRIPTION OF PROPOSED MUTUAL USE NON-EXCLUSIVE INGRESS-EGRESS EASEMENT, BEING PART OF LOT 2 OF THE FREEPORT INDUSTRIAL PARK 1ST REVISION, UNIT 1 SITUATED IN SECTION 22, TOWNSHIP 1 SOUTH, RANGE 8 WEST, SOUTHAVEN OF RECORD IN PLAT BOOK 14, PAGES 3-7, CHANCERY CLERK'S OFFICE, DESOTO COUNTY, MISSISSIPPI AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE TANGENT INTERSECTION OF THE SOUTH LINE OF STATE LINE ROAD (80' R.O.W.) AND THE WEST LINE OF STANTON ROAD (80' R.O.W.); THENCE ALONG THE WEST LINE OF STANTON ROAD SOUTH 00 DEGREES 45 MINUTES 29 SECONDS EAST - 255.00 FEET TO A FOUND IRON PIN BEING THE NORTHEAST CORNER OF SAID LOT 2; THENCE CONTINUING ALONG THE WEST LINE OF STANTON ROAD SOUTH 00 DEGREES 45 MINUTES 29 SECONDS EAST - 77.60 FEET TO THE POINT OF BEGINNING; THENCE ALONG SAID WEST LINE OF STANTON ROAD SOUTH 00 DEGREES 45 MINUTES 29 SECONDS EAST - 19.22 FEET; THENCE LEAVING SAID ROAD, SOUTH 87 DEGREES 42 MINUTES 03 SECONDS WEST - 98.40 FEET; THENCE NORTH 31 DEGREES 59 MINUTES 26 SECONDS WEST - 10.22 FEET; THENCE NORTH 58 DEGREES 00 MINUTES 34 SECONDS EAST - 28.00 FEET; THENCE SOUTH 67 DEGREES 45 MINUTES 17 SECONDS EAST - 23.45 FEET; THENCE NORTH 81 DEGREES 37 MINUTES 46 SECONDS EAST - 58.65 FEET TO THE POINT OF BEGINNING CONTAINING 1678 SQUARE FEET OR 0.039 ACRES MORE OR LESS.

BEARINGS ARE MISSISSIPPI STATE PLANE GRID NORTH (NAD83).